

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

July 1, 1993

3-188A063
18304

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

JUL 7 1993 12:17 PM

INTERSTATE COMMERCE COMMISSION

JUL 7 12 17 PM '93
MOTOR OPERATING UNIT

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11305(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 26, 1993, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: MidSouth Corporation
111 East Capitol Street, Suite 500
Jackson, Mississippi 39201

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) 100-ton woodchip gondola railcars bearing marks and numbers GPMX 10200 through GPMX 10249, inclusive.

Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Mr. Sidney L. Strickland, Jr.

July 1, 1993

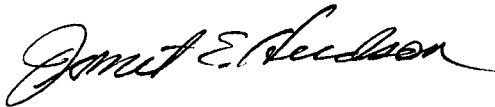
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of March 26, 1993 between Greenbrier Railcar, Inc., Lessor, and MidSouth Corporation, Lessee covering fifty (50) 100-ton woodchip gondola railcars bearing marks and numbers GPMX 10200 through GPMX 10249, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

7/7/93

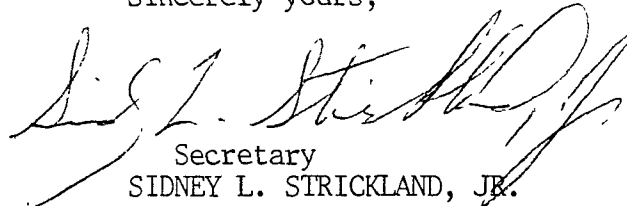
OFFICE OF THE SECRETARY

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/7/93 at 12:25PM, and assigned recordation number(s). 18304.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18304
JUL 1993 PM
INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

MIDSOUTH CORPORATION ("LESSEE")

MARCH 26, 1993

Memorandum of a Lease Agreement made and entered into as of March 26, 1993 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and MidSouth Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 100-ton woodchip gondola railcars bearing marks and numbers as follows:

GPMX 10200 through GPMX 10249, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: Greenbrier Railcar, Inc.

LESSEE: MidSouth Corporation

By: Norriss M. Webb

By: Frank Turner

Title: Vice President

Title: PRES & C.O.O.

STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)

On this 1st day of July, 1993, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF MISSISSIPPI)

) ss.

COUNTY OF HANDS)

On this 15th day of JUNE, 1993, before me personally appeared FRANK K TURNER, to me personally known, who being by me duly sworn, says that he is the PRES & COO of MidSouth Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Virginia V. Hudson
NOTARY PUBLIC

My commission expires: My Commission Expires Aug. 11, 1994